

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ADVISOR FEE APPLICATION COVER SHEET

IN RE: APPLICANT:
RIH ACQUISITIONS NJ, LLC, *et al.*,¹ Imperial Capital, LLC

CASE NO.: 13-34483 (GMB) CLIENT: Debtor

CHAPTER: 11 CASES FILED: December 13, 2013

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ Steven Cramer 12/23/2013
STEVEN CRAMER Date

**SECTION I
FEE SUMMARY**

First Monthly Fee Statement Covering the Period
November 6, 2013 through November 30, 2013

Total Previous Fees and Expenses Requested:	\$0.00
Total Fees and Expenses Allowed to Date:	\$0.00
Total Monthly Advisory Fee:	\$83,333.33
Total Financing Fee:	\$375,000.00
Total Expense Reimbursement:	\$407.79
Total Holdback (if applicable):	N/A
Total Received by Applicant:	\$0.00

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal identification number are: RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel (1695) and RIH Propco NJ, LLC (5454).

Name of Professional	Title	Hours
Steven Cramer	Managing Director	79.0
Scott Farnsworth	Senior Vice President	78.0
Justin Byrne	Associate	88.0
Yan Zhang	Analyst	41.0
Total		286.0

Per Engagement Letter dated May 3, 2013;
Monthly Advisory Fee: \$83,333.33
Financing Fee (2.5% of Debt Arranged): \$375,000.00
Expense Reimbursement: \$407.79
Total Fee Application: \$458,741.12

**SECTION II
SUMMARY OF SERVICES**

Services Rendered		Hours
A	Asset Analysis and Recovery	18.0
B	Asset/Business Disposition	133.5
C	Business Operations	-
D	Case Administration	1.5
E	Claims Administration and Objections	-
F	Due Diligence	9.0
G	Employee Benefits/Pensions	20.0
H	Fee/Employment Applications	3.5
I	Fee/Employment Objections	-
J	Financing	60.5
K	Litigation (Other than Avoidance Action Litigation)	-
L	Avoidance Action Litigation	-
M	Meetings of Creditors	-
N	Plan and Disclosure Statement	-
O	Relief from Stay Proceedings	-
P	Regulatory Compliance	-
Q	Travel	15.0
R	Accounting/Auditing	-
S	Business Analysis	12.0
T	Corporate Finance and Valuation	13.0
U	Data Analysis	-
V	Litigation Consulting	-
W	Reconstruction Accounting	-
X	Tax Issues	-
Y	Other (specify category)	-
	Total	286.0

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
a) Computer Assisted Legal Research	\$0.00
b) Facsimile (with rates) Rate per Page \$1.00 (Max. \$1.00/pg.)	\$0.00
c) Long Distance Telephone	\$0.00
d) In-House Reproduction	\$0.00
e) Outside Reproduction	\$0.00
f) Outside Research	\$0.00
g) Filing/Court Fees	\$0.00
h) Court Reporting	\$0.00
i) Travel	\$347.58
j) Courier & Express Carriers (e.g., Federal Express) Federal Express \$21.45	\$21.45
k) Postage	\$0.00
l) Other (Explain): Transcript of Testimony \$0.00 Copy of Official Documents \$0.00 Lien/Litigation Work \$0.00 Luncheon/Dinner Conference \$38.76 Corporate Document Retrieval \$0.00 Overtime \$0.00	\$38.76
DISBURSEMENTS TOTAL	\$407.79

<p style="text-align: center;">SECTION IV CASE HISTORY</p>

(NOTE: Items (3) through (6) are not applicable to applications under 11 U.S.C. § 506)

- (1) Date cases filed: November 6, 2013.
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: Order signed December 2, 2013, effective November 6, 2013
(Annex copy of order(s).) **See Exhibit A.**
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:
 - (a) Preparing marketing materials (including confidential information memo and “teaser” information), to be used by potential buyers in their analysis of operations and value
 - (b) Contacting and negotiating with potential buyers in connection with the sale of the Debtors’ assets. Imperial Capital has spent substantial amounts of time and resources to canvas potential strategic and financial buyers to effectively market the Debtors’ assets
 - (c) Attending meetings (both telephonically and in-person) between prospective buyers and the Debtors’ management team
 - (d) Participating on general update calls between the Debtors, Committee and various advisor groups, to provide updates on the marketing and financing processes to the board of directors and the Debtor
 - (e) Performing ongoing due diligence of the Debtors, including review of information to be disseminated to creditors and prospective buyers
 - (f) Preparation and review of data room information for prospective buyers
 - (g) Preparing final Debtor-in-Possession budget and negotiating final terms with the Debtor-in-Possession lender
 - (h) Preparation and analysis of weekly cash flow reports for the Committee and DIP Lender, which show compliance with all covenants of the Debtor-in-Possession Financing and outline each week’s ending cash position
 - (i) Monitoring daily cash flows
 - (j) Conducting status update calls with the DIP Lender
 - (k) Daily review of documents uploaded to the docket

- (l) Attending and preparing for the Debtor-in-Possession hearing and Key Employee Incentive Plan objection hearing

INVOICES ITEMIZING SERVICES RENDERED AND OUT-OF-POCKET EXPENSES INCURRED ARE ATTACHED AS EXHIBITS “B” AND “C”, RESPECTIVELY.

- (5) Anticipated distribution to creditors:
 - (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors (if applicable):
This is the first monthly fee application. Final dividend percentages are unknown at this time.

EXHIBIT A



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)
COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
A Professional Corporation
Court Plaza North
25 Main Street
P.O. Box 800
Hackensack, NJ 07602-0800
Michael D. Sirota, Esq.
Warren A. Usatine, Esq.
Ryan T. Jareck, Esq.
Nicholas B. Vislocky, Esq.
(201) 489-3000
(201) 489-1536 Facsimile
Proposed attorneys for RIH Acquisitions NJ, LLC, *et al.*,
Debtors-in-Possession

In re:

RIH ACQUISITIONS NJ, LLC, *et al.*,¹

Debtors-in-Possession.

Case No. 13-34483 (GMB)

Judge: Hon. Gloria M. Burns

Chapter 11

(Jointly Administered)

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF IMPERIAL CAPITAL,
LLC AS FINANCIAL ADVISOR AND INVESTMENT BANKER TO THE DEBTORS
NUNC PRO TUNC TO THE FILING DATE AND MODIFYING TIMEKEEPING
REQUIREMENTS SET FORTH IN LOCAL RULE 2016-1,
TO THE EXTENT APPLICABLE**

The relief set forth on the following pages, numbered two (2) through five (5), is hereby
ORDERED.

DATED: 12/2/2013



Gloria M. Burns, Chief Judge
United States Bankruptcy Court Judge

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal identification number are: RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel (1695) and RIH Propco NJ, LLC (5454).

(Page 2)

Debtors: RIH ACQUISITIONS NJ, LLC, *et al.*
Case No.: 13-34483 (GMB)
Caption of Order: ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF IMPERIAL CAPITAL, LLC AS FINANCIAL ADVISOR AND INVESTMENT BANKER TO DEBTORS *NUNC PRO TUNC* TO THE FILING DATE, AND MODIFYING TIMEKEEPING REQUIREMENTS SET FORTH IN LOCAL RULE 2016-1, TO THE EXTENT APPLICABLE

THIS MATTER having been opened to the Court by RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel and RIH Propco NJ, LLC (the “**Debtors**”) upon an Application (the “**Application**”)² for entry of an Order approving the Debtors’ retention of Imperial Capital, LLC (“**Imperial**”) as their financial advisor and investment banker in these proceeding pursuant to 11 U.S.C. §§ 327(a) and 328(a), *nunc pro tunc* to November 6, 2013 (the “**Filing Date**”); and the Court having considered the Application and the Affidavit of Steven Cramer, Managing Director of Imperial (the “**Cramer Declaration**”), in support thereof; and the Court being satisfied that Imperial does not hold or represent any interest adverse to the Debtors, their estates or creditors, and is a disinterested person within the meaning of Sections 327 and 101(14) of the Bankruptcy Code, and that said employment would be in the best interest of the estates; and notice of the proposed retention having been given in accordance with the requirements of D.N.J. LBR 2014-1(a), as evidenced by the Certificate of Compliance with D.N.J. LBR 2014 1(a); and for other good cause shown,

² All capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Application.

(Page 3)

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Case No.: 13-34483 (GMB)
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IT IS ORDERED as follows:

1. In accordance with Sections 327(a) and 328(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain Imperial as their financial advisor and investment banker on the terms set forth in the Engagement Letter, and to pay fees to Imperial on the terms and at the times specified in the Engagement Letter *nunc pro tunc* to the Filing Date.

2. The terms of the Engagement Letter are “reasonable” as such term is used in Section 328(a) of the Bankruptcy Code and Imperial shall be compensated in accordance with the terms of the Engagement Letter, subject to paragraph 3 hereof, in the amounts, at the times and in the manner set forth in the Engagement Letter.

3. Imperial will file fee applications for allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in Sections 330 and 331 of the Bankruptcy Code; provided, however, the fee applications filed by Imperial shall be subject to review only pursuant to the standard of review set forth in section 328(a) of the Bankruptcy Code and not subject to the standard of review set forth in section 330 of the Bankruptcy Code.

4. Notwithstanding the preceding paragraph of this Order and any provision to the contrary in the Application or the Engagement Letter, the United States Trustee shall have the right to object to Imperial’s request(s) for interim and final compensation and reimbursement based on the reasonableness standard provided in Section 330 of the Bankruptcy Code.

(Page 4)

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5. Imperial is entitled to reimbursement by the Debtors for reasonable expenses incurred in these Chapter 11 cases subject to the terms and conditions set forth in the Engagement Letter.

6. The requirements under Local Rule 2016-1 are hereby modified, to the extent applicable, such that Imperial is excused from compliance with such requirements and is required to maintain time records in half-hour (0.5) increments setting forth, in a summary format, a description of the services rendered by each professional and the amount of time spent on each date by each such individual in rendering services on behalf of the Debtors.

7. The indemnification provisions in the Engagement Agreement (“**Indemnification Agreement**”) are approved, subject during the pendency of these Chapter 11 cases to the following:

- (a) Imperial shall not be entitled to indemnification, contribution or reimbursement pursuant to the Engagement Letter for services, unless such services and the indemnification, contribution or reimbursement therefore are approved by the Court.
- (b) Notwithstanding any provision of the Engagement Letter to the contrary, the Debtors shall have no obligation to indemnify Imperial, or provide contribution or reimbursement to Imperial, for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen from Imperial’s gross negligence or willful misconduct, (ii) for a contractual dispute in which the Debtors allege the breach of Imperial’s contractual obligations unless the Court determines that indemnification, contribution or reimbursement would be permissible pursuant to *In re United Artists Theatre Company, et al.*, 315 F.3d 217 (3d Cir. 2003); or (iii) settled prior to a judicial determination as to Imperial’s gross negligence or willful misconduct, but determined by this Court, after

(Page 5)

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Case No.: 13-34483 (GMB)
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notice and a hearing, to be a claim or expense for which Imperial should not receive indemnity, contribution or reimbursement under the terms of the Engagement Letter, as modified by this Order;

- (c) If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing these chapter 11 cases, Imperial believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under the Engagement Letter (as modified by this Order), including without limitation the advancement of defense costs, Imperial must file an application therefore in this Court, and the Debtors may not pay any such amounts to Imperial before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by Imperial for indemnification, contribution or reimbursement and not a provision limiting the duration of the Debtors' obligation to indemnify Imperial; and
- (d) Any limitation on liability or any amounts to be contributed by the parties to the Engagement letter under the terms of the Engagement Letter shall be eliminated during the pendency of these chapter 11 cases.

8. This is a final Order pursuant to 28 U.S.C. § 158 and that notwithstanding the possible applicability of Rules 6004(h), 7062, 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

EXHIBIT B

HOURLY DETAIL BY PROFESSIONAL

APPLICATION PERIOD (NOVEMBER 6, 2013 – NOVEMBER 30, 2013)

Name of Professional	Title	Hours
Steven Cramer	Managing Director	79.0
Scott Farnsworth	Senior Vice President	78.0
Justin Byrne	Associate	88.0
Yan Zhang	Analyst	41.0
Total		286.0

RIH Acquisitions NJ, LLC

Hours Expended by Steven Cramer ("SC")

Date	Professional	Hours	Description
11/06/13	Wed S. Cramer	0.5	Review and revise board presentation
11/06/13	Wed S. Cramer	1.5	Calls/discussions with potential buyers
11/06/13	Wed S. Cramer	2.0	Review DIP budget; related calls with lender and client; discussions with team
11/06/13	Wed S. Cramer	1.5	Review DIP documentation - review drafts; calls with lender, client and counsel
11/06/13	Wed S. Cramer	1.0	Review collateral analysis, schedules and budgets
11/07/13	Thu S. Cramer	2.0	Calls/discussions with potential buyers
11/07/13	Thu S. Cramer	1.5	Review presentation from KEIP consultant/call w/KEIP consultant and Debtor
11/07/13	Thu S. Cramer	1.0	Review/modify application for employment and affidavit and conflicts check
11/07/13	Thu S. Cramer	1.0	Review/revise bid process letter
11/07/13	Thu S. Cramer	0.5	Update calls w/ Debtor
11/08/13	Fri S. Cramer	0.5	Review DIP collateral analysis
11/08/13	Fri S. Cramer	1.0	Review and comment on RIH marketing deck
11/08/13	Fri S. Cramer	1.0	Calls/discussions with potential buyers
11/08/13	Fri S. Cramer	1.5	Review bidding procedure/discussions with client
11/08/13	Fri S. Cramer	0.5	Update calls w/ Debtor
11/10/13	Sun S. Cramer	1.0	Review draft APA/process letter/send to potential buyers
11/11/13	Mon S. Cramer	2.0	Calls/discussions with potential buyers
11/11/13	Mon S. Cramer	1.0	Review client comments to marketing deck/revise
11/11/13	Mon S. Cramer	0.5	Review revise conflicts check and affidavit for employment
11/11/13	Mon S. Cramer	1.0	Review/discuss with counsel regulatory comments to bidding procedures
11/11/13	Mon S. Cramer	1.0	Update calls w/ Debtor
11/12/13	Tue S. Cramer	1.0	Review draft of bidding procedures
11/12/13	Tue S. Cramer	0.5	Review list of parties to send bid procedures
11/12/13	Tue S. Cramer	1.5	Calls/discussions with potential buyers
11/12/13	Tue S. Cramer	1.5	Review/calls on draft KEIP report
11/12/13	Tue S. Cramer	0.5	Update calls w/ Debtor
11/13/13	Wed S. Cramer	1.0	Review/calls on draft KEIP report
11/13/13	Wed S. Cramer	1.0	Review October monthly financials
11/13/13	Wed S. Cramer	1.0	Calls/discussions with potential buyers
11/13/13	Wed S. Cramer	0.5	Update calls w/ Debtor
11/14/13	Thu S. Cramer	1.0	Review KEIP report/calls /discussion with team
11/14/13	Thu S. Cramer	1.5	Calls/discussions with potential buyers
11/14/13	Thu S. Cramer	0.5	Update calls w/ Debtor
11/15/13	Fri S. Cramer	2.0	Calls/discussions with potential buyers
11/15/13	Fri S. Cramer	0.5	Discussions w/sponsor on KEIP
11/15/13	Fri S. Cramer	1.5	Call w/creditors committee
11/15/13	Fri S. Cramer	1.0	Review/comment on process summary
11/15/13	Fri S. Cramer	0.5	Update calls w/ Debtor
11/15/13	Fri S. Cramer	0.5	Status call with S. Farnsworth
11/15/13	Fri S. Cramer	0.5	Time-keeping
11/17/13	Sun S. Cramer	1.5	Call w/PWC/Klehr and follow up review
11/17/13	Sun S. Cramer	1.0	Review draft forecast model from company
11/17/13	Sun S. Cramer	0.5	Review email correspondence re: bid procedures and potential buyers
11/18/13	Mon S. Cramer	1.0	Call with PWC (Committee Advisor) and internal followup
11/18/13	Mon S. Cramer	2.0	Calls/discussions with potential buyers
11/18/13	Mon S. Cramer	0.5	Review and comment on latest draft of RIH marketing deck
11/18/13	Mon S. Cramer	1.0	Review draft of weekly compliance reporting/discuss internally and with client
11/18/13	Mon S. Cramer	0.5	Review latest draft of KIP
11/18/13	Mon S. Cramer	0.5	Update calls w/ Debtor
11/19/13	Tuesday S. Cramer	1.0	Review latest draft of KEIP, motion and declarations
11/19/13	Tuesday S. Cramer	1.0	Review materials to be sent to PWC pursuant to information request
11/19/13	Tuesday S. Cramer	0.5	Review latest draft of forecast from the company
11/19/13	Tuesday S. Cramer	0.5	Conference call w/Mercer/Cole on KEIP
11/19/13	Tuesday S. Cramer	0.5	Review and comment on latest draft of RIH marketing deck
11/19/13	Tuesday S. Cramer	1.0	Calls/discussions with potential buyers
11/19/13	Tuesday S. Cramer	0.5	Update calls w/ Debtor
11/19/13	Tuesday S. Cramer	1.0	Call with S. Farnsworth & J. Byrne to discuss sale process and review of initial bid
11/20/13	Wednesday S. Cramer	1.0	Calls/discussions with potential buyers
11/20/13	Wednesday S. Cramer	1.5	Review latest draft of KEIP, motion and declarations; review data in support of SF declaration
11/20/13	Wednesday S. Cramer	1.0	Call w/PWC re: review of 13 week and long range forecast
11/20/13	Wednesday S. Cramer	0.5	Review draft of weekly DIP compliance report
11/20/13	Wednesday S. Cramer	0.5	Update calls w/ Debtor
11/21/13	Thursday S. Cramer	1.5	Review, discuss internally and provide response to UST comments to IC retention order
11/21/13	Thursday S. Cramer	0.5	Review revised reporting format for DIP budget compliance
11/21/13	Thursday S. Cramer	1.0	Calls/discussions with potential buyers
11/21/13	Thursday S. Cramer	0.5	Update calls w/ Debtor
11/22/13	Friday S. Cramer	0.5	Review UCC proposal on changes to DIP terms; discuss internally
11/22/13	Friday S. Cramer	1.0	Calls/discussions with potential buyers
11/22/13	Friday S. Cramer	0.5	Update calls w/ Debtor
11/22/13	Friday S. Cramer	1.0	Review proposal from potential buyer/conference call with buyer
11/22/13	Friday S. Cramer	0.5	Time-keeping
11/25/13	Monday S. Cramer	1.0	Call w/Debtor and counsel to discuss preparation of wind down budget
11/25/13	Monday S. Cramer	0.5	Internal discussions re: preparation of wind down budget
11/25/13	Monday S. Cramer	1.5	Calls/discussions with potential buyers
11/25/13	Monday S. Cramer	0.5	Update call w/sponsor
11/25/13	Monday S. Cramer	0.5	Update calls w/ Debtor

RIH Acquisitions NJ, LLC

Hours Expended by Steven Cramer ("SC")

Date	Professional	Hours	Description
11/26/13	Tuesday	S. Cramer	1.0
11/26/13	Tuesday	S. Cramer	0.5
11/26/13	Tuesday	S. Cramer	0.5
11/26/13	Tuesday	S. Cramer	0.5
11/27/13	Wednesday	S. Cramer	1.0
11/27/13	Wednesday	S. Cramer	0.5
11/27/13	Wednesday	S. Cramer	0.5
11/27/13	Wednesday	S. Cramer	0.5
11/27/13	Wednesday	S. Cramer	0.5
11/27/13	Wednesday	S. Cramer	0.5
11/28/13	Thursday	S. Cramer	0.5
11/29/13	Friday	S. Cramer	1.0
11/29/13	Friday	S. Cramer	1.0
11/29/13	Friday	S. Cramer	0.5
11/29/13	Friday	S. Cramer	0.5
Total		80.5	

RIH Acquisitions NJ, LLC

Hours Expended by Scott Farnsworth ("SF")

Date	Professional	Hours	Description
11/06/13	Wed S. Farnsworth	6.0	DIP documentation - review series of drafts; follow up on open items for schedules; calls with lender, client and counsel; finalize declaration in support of DIP; discussions on carveouts
11/06/13	Wed S. Farnsworth	3.0	Finalize DIP budget; related calls with lender and client; discussions with team; review of underlying budget assumptions; comparisons to prior budgets; revisions to draw schedules and re-forecasting
11/06/13	Wed S. Farnsworth	3.5	Collateral analysis, including schedules of unpaid taxes; discussions with team and client re: same; modifications to draw schedules and budgets
11/06/13	Wed S. Farnsworth	1.0	Presentation materials for Board of Directors
11/07/13	Thu S. Farnsworth	1.0	Communication re: bid procedures and proposed stalking horse bidder protections
11/07/13	Thu S. Farnsworth	2.0	Review draft APA and discuss with team; discuss adjustments for acquisition of seller cash, including cage cash; review S. Cramer affidavit and provide comments; discussions on sale process with team
11/07/13	Thu S. Farnsworth	6.0	Travel from LA to NJ for interim DIP hearing; review credit agreement and court filings; discuss collateral analysis with Y. Zhang
11/08/13	Fri S. Farnsworth	3.0	DIP hearing and preparation for same
11/08/13	Fri S. Farnsworth	1.0	Coordinating first draw; calls with lender re: same
11/08/13	Fri S. Farnsworth	2.0	Analysis of DIP lender collateral position; discussions with team on draft analyses
11/08/13	Fri S. Farnsworth	3.0	Travel from NJ to LA
11/11/13	Mon S. Farnsworth	1.5	Discussion with lender and client on draw schedule, interest reserve account, etc.
11/11/13	Mon S. Farnsworth	3.0	Refine analysis on year-over-year change on collateral pool; discussions with lender re: same; negotiations on adjusting draw schedule; analysis of tax liabilities by parcel for DIP lender
11/11/13	Mon S. Farnsworth	2.0	Call re employee incentive plan and sale process; review and comment on affidavit in support of sale procedures; discussion on timeline for selecting stalking horse bid
11/11/13	Mon S. Farnsworth	0.5	Communication with prospective buyers
11/11/13	Mon S. Farnsworth	1.5	Retention issues including conflicts review and review of affidavit in support of app to employ
11/12/13	Tue S. Farnsworth	1.0	Calls re: lender consent rights on changes to bid procedures; discussions with counsel and lender re: same
11/12/13	Tue S. Farnsworth	0.5	Negotiations on draw schedule with DIP lender; discussions with client and team re: same
11/12/13	Tue S. Farnsworth	0.5	Calls with prospective buyers
11/13/13	Wed S. Farnsworth	1.0	Call re: KEIP; discussions with team and counsel re: same; review of consultant reports
11/13/13	Wed S. Farnsworth	1.0	Discussion on team re: status of buyer discussions; review of tracking log
11/13/13	Wed S. Farnsworth	0.5	Communication with prospective buyers
11/14/13	Thu S. Farnsworth	1.5	KEIP discussions; review of related materials
11/14/13	Thu S. Farnsworth	1.0	Updated DIP budget; revisions to DIP draws and pricing; review daily reporting and discuss with Debtor
11/14/13	Thu S. Farnsworth	0.5	Discussions with Debtors on bid procedures, hurdle price
11/14/13	Thu S. Farnsworth	0.5	Timekeeping
11/15/13	Fri S. Farnsworth	1.0	Calls with prospective buyers re: potential stalking horse bid; site visits
11/15/13	Fri S. Farnsworth	0.5	Status call with S. Cramer
11/15/13	Fri S. Farnsworth	1.0	Call with Committee; prep for same
11/17/13	Sun S. Farnsworth	0.5	Call with Committee Advisor (PWC)
11/18/13	Mon S. Farnsworth	2.0	Review week 1 and 2 actuals; modify weekly DIP budget; discuss with DIP Lender; communications with counsel and client re: same; communications on same with Committee Advisor (PWC)
11/18/13	Mon S. Farnsworth	0.5	Discuss cash forecasting with Debtor; review related documents and analysis
11/18/13	Mon S. Farnsworth	1.0	Call with PWC re: weekly cash flow forecast; call with DIP lender
11/18/13	Mon S. Farnsworth	1.0	Calls with prospective buyers; review of working DIP model; internal review of same
11/19/13	Tue S. Farnsworth	0.5	Declaration in support of KEIP; communications with prospective buyers; discussion with team on same
11/19/13	Tue S. Farnsworth	1.0	Calls with counsel re: KEIP, sale process and DIP amendment
11/19/13	Tue S. Farnsworth	1.0	Call with J. Byrne and S. Cramer re: bids and sale process and review of initial proposal
11/20/13	Wed S. Farnsworth	0.5	Finalize KEIP declaration
11/20/13	Wed S. Farnsworth	1.0	Review daily reporting; review A/R analysis
11/20/13	Wed S. Farnsworth	2.0	Weekly DIP reporting; review actual activity and discuss with client; follow up on site visits and discuss sale process with Debtor
11/20/13	Wed S. Farnsworth	1.0	Review historical NJ gaming statistics; modify declaration accordingly
11/20/13	Wed S. Farnsworth	1.0	Call with PWC and Imperial team; review related analysis
11/21/13	Thu S. Farnsworth	1.5	Retention issues
11/21/13	Thu S. Farnsworth	0.5	Review modified weekly reporting template
11/21/13	Thu S. Farnsworth	1.0	Call with Colony re: sale and auction process; communicate with prospective buyers
11/21/13	Thu S. Farnsworth	0.5	Review DIP reporting
11/21/13	Thu S. Farnsworth	0.5	Review KEIP filings; discuss logistics for final DIP hearing and potential KEIP hearing
11/21/13	Thu S. Farnsworth	0.5	Call with DIP lender on variance analysis and reporting
11/22/13	Fri S. Farnsworth	1.0	Discussions with buyers
11/22/13	Fri S. Farnsworth	0.5	Review bidder background and discuss with team; discussion on UCC info request and coordinate response
11/22/13	Fri S. Farnsworth	1.0	Discussions with DIP lender on DIP lender / UCC discussions re: collateral pool and carveouts; review related collateral pool analysis and A/R detail
11/22/13	Fri S. Farnsworth	0.5	Review buyer activity and discuss internally

RIH Acquisitions NJ, LLC

Hours Expended by Scott Farnsworth ("SF")

Date	Professional	Hours	Description
11/25/13	Mon S. Farnsworth	0.5	Discussion on DIP reporting template; modifications to same
11/25/13	Mon S. Farnsworth	1.0	Discussions with Debtor and counsel re: personal liability issues for company execs / analysis of trust liabilities; review recent industry analyst reports
11/26/13	Tue S. Farnsworth	0.5	Review stalking horse bid proposal and discuss with Debtor
11/26/13	Tue S. Farnsworth	0.5	Buyer discussions
11/26/13	Tue S. Farnsworth	0.5	Review discovery request on KEIP and discuss with team; discussions with internal counsel
11/27/13	Wed S. Farnsworth	0.5	Call re: DIP with UCC and counsel; prep for same
11/27/13	Wed S. Farnsworth	0.5	Review DIP reporting
11/27/13	Wed S. Farnsworth	1.0	Coordinate on document production request and discuss with counsel
11/29/13	Fri S. Farnsworth	1.0	DIP reporting, review of related documents and analysis; discussion with team and client
11/29/13	Fri S. Farnsworth	0.5	Internal status call
11/30/13	Sat S. Farnsworth	0.5	Communication with Debtor re: stalking horse proposal
Total		78.0	

RIH Acquisitions NJ, LLC

Hours Expended by Justin Byrne ("JB")

Date	Professional	Hours	Description
11/06/13	Wed J. Byrne	1.5	Prepared DIP Summary presentation for Debtor to present to board
11/06/13	Wed J. Byrne	2.0	Finalize DIP budget; related calls with DIP Lender and Debtor; review of underlying budget assumptions
11/06/13	Wed J. Byrne	2.5	Collateral analysis (including schedules of unpaid taxes), modifications to draw schedules and budgets
11/06/13	Wed J. Byrne	1.0	Finalize confidential information memorandum for sale process
11/11/13	Mon J. Byrne	2.5	Discussion with DIP Lender and Debtor on draw schedule, interest reserve account, etc.
11/11/13	Mon J. Byrne	0.5	Finalize bid procedure letter
11/11/13	Mon J. Byrne	3.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/11/13	Mon J. Byrne	1.0	Prepare a revised analysis of the tax liens to understand full balance
11/12/13	Tue J. Byrne	4.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/12/13	Tue J. Byrne	1.5	Updates to the confidential information memo with October 2013 financials
11/13/13	Wed J. Byrne	4.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/14/13	Thu J. Byrne	1.0	Revisions to DIP budget and discussions with DIP Lender
11/14/13	Thu J. Byrne	1.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/14/13	Thu J. Byrne	2.0	Followup diligence calls with potential buyers
11/15/13	Fri J. Byrne	0.5	Call with committee counsel
11/15/13	Fri J. Byrne	1.5	Followup diligence calls with potential buyers
11/15/13	Fri J. Byrne	1.0	Prepare & analyze weekly cash report
11/15/13	Fri J. Byrne	1.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/17/13	Sun J. Byrne	1.0	Communication with potential buyers (NDA processing, preliminary answers to questions)
11/17/13	Sun J. Byrne	1.5	Review company projection model
11/18/13	Mon J. Byrne	1.0	Call with PWC (Committee Advisor) and internal followup
11/18/13	Mon J. Byrne	1.0	Finalize and send weekly cash report
11/18/13	Mon J. Byrne	1.5	Prepare cash budget to send to Committee
11/18/13	Mon J. Byrne	1.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/19/13	Tue J. Byrne	1.0	Finalize cash forecast and send to committee
11/19/13	Tue J. Byrne	1.5	Revise confidential information memo with updated information and confirm all numbers
11/19/13	Tue J. Byrne	1.0	Review and adjust the sale process update presentation
11/19/13	Tue J. Byrne	1.0	Call with S. Farnsworth and S. Cramer re: bids and sale process and review of initial proposal
11/19/13	Tue J. Byrne	1.0	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/20/13	Wed J. Byrne	3.0	Travel from NYC to Atlantic City
11/20/13	Wed J. Byrne	3.0	Travel from Atlantic City to NYC
11/20/13	Wed J. Byrne	1.5	Participate in site tour
11/20/13	Wed J. Byrne	1.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/20/13	Wed J. Byrne	1.0	Call with Committee
11/20/13	Wed J. Byrne	1.0	Meetings with management and discussions with potential buyer
11/21/13	Thu J. Byrne	2.0	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/21/13	Thu J. Byrne	1.5	Prepared reconciliation analysis for Committee
11/21/13	Thu J. Byrne	0.5	Review and modified weekly reporting template
11/21/13	Thu J. Byrne	0.5	Prepare key employee and compensation report for potential buyer
11/21/13	Thu J. Byrne	2.5	Prepare new package for weekly cash reporting for Northlight
11/21/13	Thu J. Byrne	1.0	Prepare weekly cash report
11/22/13	Fri J. Byrne	4.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/22/13	Fri J. Byrne	0.5	Discuss consolidating financial statements analysis for Committee with the Debtor and internally
11/25/13	Mon J. Byrne	2.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/25/13	Mon J. Byrne	1.5	Go through daily operating report to break down trust liabilities and begin to lay out wind-down budget
11/25/13	Mon J. Byrne	1.0	Revisions to analysis, based on advice from counsel
11/26/13	Tue J. Byrne	3.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/27/13	Wed J. Byrne	2.0	Finalize and circulate wind-down budget
11/27/13	Wed J. Byrne	1.0	Work with compliance to make sure that all materials were prepared for the KEIP hearing
11/27/13	Wed J. Byrne	1.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/29/13	Fri J. Byrne	2.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/29/13	Fri J. Byrne	0.5	Internal status call
11/29/13	Fri J. Byrne	1.0	Discussions with Debtor and beginning to work on the due-to / due-from analysis
Total		88.0	

RIH Acquisitions NJ, LLC

Hours Expended by Yan Zhang ("YZ")

Date	Professional	Hours	Description
11/06/13	Wed Y. Zhang	3.0	Collateral analysis, including schedules of unpaid taxes; discussions with team re: valuation
11/06/13	Wed Y. Zhang	2.0	Modification and finalization of DIP budget and draw schedules
11/07/13	Thu Y. Zhang	1.0	Review and revise collateral analysis
11/08/13	Fri Y. Zhang	3.0	Analysis of DIP lender collateral position
11/11/13	Mon Y. Zhang	2.0	Discussion with lender and client on draw schedule, interest reserve account, etc.
11/11/13	Mon Y. Zhang	1.5	Tracking buyer progress; logging NDAs
11/12/13	Tue Y. Zhang	1.5	Updating summary materials with October financials
11/12/13	Tue Y. Zhang	1.5	Tracking buyer progress; logging NDAs
11/13/13	Wed Y. Zhang	1.5	Tracking buyer progress; logging NDAs
11/14/13	Thu Y. Zhang	1.0	Revised draw schedule in DIP model
11/14/13	Thu Y. Zhang	1.5	Tracking buyer progress; logging NDAs
11/15/13	Fri Y. Zhang	0.5	Call with committee counsel
11/15/13	Fri Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/18/13	Mon Y. Zhang	1.0	Call with PWC (Committee Advisor) and internal followup
11/18/13	Mon Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/19/13	Tue Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/19/13	Tue Y. Zhang	1.0	Responding to diligence requests
11/19/13	Tue Y. Zhang	1.0	Updated summary presentation
11/20/13	Wed Y. Zhang	1.0	Call with Committee
11/20/13	Wed Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/20/13	Wed Y. Zhang	1.0	Responding to diligence requests
11/21/13	Thu Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/22/13	Fri Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/25/13	Mon Y. Zhang	1.0	Revisions to analysis, based on advice from counsel
11/25/13	Mon Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/26/13	Tue Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/27/13	Wed Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/29/13	Fri Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
Total		41.0	

EXHIBIT C

EXPENSE DETAIL BY PROFESSIONAL AND CATEGORY

APPLICATION PERIOD (NOVEMBER 6, 2013 – NOVEMBER 30, 2013)

Disbursements	Amount
a) Computer Assisted Legal Research	\$0.00
b) Facsimile (with rates) Rate per Page \$1.00 (Max. \$1.00/pg.)	\$0.00
c) Long Distance Telephone	\$0.00
d) In-House Reproduction	\$0.00
e) Outside Reproduction	\$0.00
f) Outside Research	\$0.00
g) Filing/Court Fees	\$0.00
h) Court Reporting	\$0.00
i) Travel	\$347.58
j) Courier & Express Carriers (e.g., Federal Express) Federal Express \$21.45	\$21.45
k) Postage	\$0.00
l) Other (Explain): Transcript of Testimony \$0.00 Copy of Official Documents \$0.00 Lien/Litigation Work \$0.00 Luncheon/Dinner Conference \$38.76 Corporate Document Retrieval \$0.00 Overtime \$0.00	\$38.76
DISBURSEMENTS TOTAL	\$407.79

RIH Acquisitions NJ, LLC

Imperial Capital Expense Detail over the Application Period

Expense Date	Employee	Expense Type	Amount
11/01/13	Cramer, Steven	Dinner (Working late)	\$ 38.76
11/20/13	Byrne, Justin	Ground Transportation	151.04
11/20/13	Byrne, Justin	Mileage/Tolls	45.50
11/26/13	Byrne, Justin	Ground Transportation	151.04
11/21/13	Cramer, Steven	Postage & Delivery	21.45
	Total		\$ 407.79